

1 AMENDED AND RESTATED ARTICLES OF INCORPORATION
2 OF

3 TERRY STEWART INTERIOR DESIGN, INC.

FILED EFFECTIVE

2004 JUN 29 P 2:12

STATE OF IDAHO

4 The undersigned hereby establishes a general business corporation pursuant to the Idaho
5 Business Corporation Act and adopts the following charter:

- 6 1. The name of the Corporation is Terry Stewart Interior Design, Inc.
- 7 2. The Corporation commenced on June 3, 2002, and the period of its duration is
8 perpetual.
- 9 3. The purposes for which the Corporation is organized includes the transaction of any
10 or all lawful business, including, but not limited to, retail sales of home furnishings and
11 accessories.
- 12 4. The address of the initial registered office is 2980 W. Balata Ct., Meridian, Idaho
13 83642 and the name of the initial registered agent at said address is Terry Stewart.
- 14 5. The initial Board of Directors who are to serve as directors until the first annual
15 meeting of shareholders or until their successors are elected and shall qualify are as follows:
16
17

Terry Stewart	Randy Stewart
2980 W. Balata Ct.	2980 W. Balata Ct.
Meridian, Idaho 83642	Meridian, Idaho 83642
- 18 6. The Board of Directors shall consist of two persons, each of whom needs to be
19 a shareholder of the Corporation.
- 20 7. Each director shall hold office until the next annual meeting of the Corporation
21 or until their successors shall have been duly elected and qualified.
- 22 8. The officers of the Corporation shall be a President, Vice-President, and
23 Secretary-Treasurer, and such other officers as the Board of Directors shall designate from time
24 to time.
- 25 9. The officers of the Corporation shall be elected by the Board of Directors and shall
26 hold office until their successors shall have been duly elected and qualified.
- 27 10. The duties and powers of the officers shall be such as are normal and customary

C144104

1 for their respective positions and as are further designated by the Board of Directors.

2 11. The aggregate number of shares which the Corporation shall have authority to issue
3 is one class of 6,000,000 shares of common stock, constituting of 4,000,000 voting shares and
4 2,000,000 non voting shares with no par value per share. The amount of money or property to
5 be paid as consideration for each share shall be determined by the Board of Directors and its
6 decision shall be final and binding in the exercise of its reasonable discretion.

7 12. Shares shall be voted only by the holder of record or another shareholder of the
8 Corporation in accordance with a written proxy executed by a holder of record and produced at
9 the meeting or on file with the Secretary-Treasurer of the Corporation.

10 13. The shares of the Corporation held by a deceased or retired shareholder shall be
11 either redeemed or canceled by the Corporation, or transferred to another shareholder within six
12 months after the date of death or retirement.

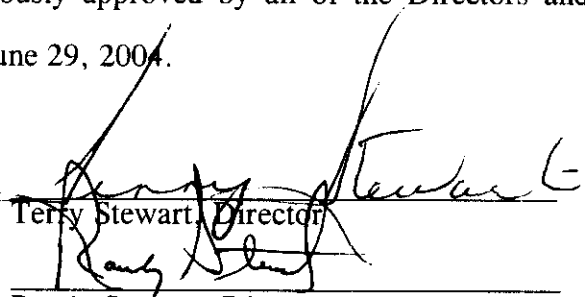
13 14. The corporation elects to have preemptive rights for its shareholders. Shares shall
14 not be transferred to non-shareholders without first being offered at their fair market value to the
15 remaining shareholders of the Corporation in proportion to their respective share holdings.

16 15. The name and address of the incorporator was as follows:

17 **Randy Stewart**
18 **2980 W. Balata Ct.**
19 **Meridian, Idaho 83642**

20 16. The foregoing Amended and Restated Articles of Incorporation regarding the
21 preemptive rights and the increase in authorized shares of the one class of common stock of
22 the corporation to 6,000,000 shares was unanimously approved by all of the Directors and
23 Shareholders by Consents to Action executed on June 29, 2004.

24 DATED this 29th day of June, 2004.

25 
26 _____
27 Randy Stewart, Director

Randy Stewart, Director

